

**SYNOD OF THE MID-ATLANTIC
ADMINISTRATION COMMITTEE MEETING
CONFERENCE CALL MINUTES
Thursday, October 24, 2019**

OPENING:

Committee Chair Helen Bessent- Byrd called the meeting to order at 7:05 p.m. with prayer by Nam Cho.

ATTENDANCE:

Present were: Helen Bessent Byrd [PEVA], Ben Cahoon (NHO), Nam Cho (AKAP), Miriam Dewhurst (NCP), W.D. Hasty [Peaks], Calvin Lewers (CHA), and Ed Terry [BAL].

APPROVAL OF DOCKET:

The docket was approved.

APPOINTMENT OF RECORDING SECRETARY:

Miriam Dewhurst was appointed.

QUORUM:

The Moderator declared a quorum was present.

BUSINESS ITEMS:

WESTMINSTER PRESBYTERIAN HOMES REQUEST

The Committee met to begin discussion of the documents provided by Westminster Presbyterian Homes, Inc. WPH has requested that the Synod assume WPH's responsibilities, which have become very few. At this meeting the Committee reviewed:

- The Amended and Restated Articles of Incorporation for Westminster-Canterbury (copy sent to Administration Committee not signed; date of approval in December 2016 not specified)
- Minutes of WPH meeting November 16, 2018
- WPH payment to Davidson-Doyle in 2016
- WPH Finance Report, dated October 10, 2017
- WPH Financials, dated August 23, 2019
- WPH Treasurer's Report, dated August 23, 2019.
- Restatement of Articles of Incorporation of Westminster-Canterbury Management Corporation
- By-Laws of Westminster-Canterbury Child Care Center
- Articles of Incorporation and By-Laws of Westminster Presbyterian Homes, Inc.

Forrest Kerns, of the WPH Board, has said that the Board would like the Administration Committee to decide on whether to agree to the Board's request by the end of the year. Helen has said it will probably take longer to come to a decision.

The rest of the documents will be reviewed at an AC zoom meeting on October 31, 2019.

Adjournment:

The meeting was adjourned at 8:20, with prayer by Helen.

**SYNOD OF THE MID-ATLANTIC
ADMINISTRATION COMMITTEE MEETING
CONFERENCE CALL MINUTES
Thursday, October 24, 2019**

OPENING:

Committee Chair Helen Bessent- Byrd opened the meeting with prayer at 7:03 p.m.

ATTENDANCE:

Present were: Helen Bessent Byrd [PEVA], Ben Cahoon (NHO), Miriam Dewhurst (NCP), W.D. Hasty [Peaks], and Calvin Lewers (CHA).

APPROVAL OF DOCKET:

The docket was approved.

APPOINTMENT OF RECORDING SECRETARY:

Miriam Dewhurst was appointed.

QUORUM:

The Moderator declared a quorum was present.

BUSINESS ITEMS:

WESTMINSTER PRESBYTERIAN HOMES REQUEST

The Committee continued its discussion of the documents provided by Westminster Presbyterian Homes, Inc. The documents reviewed at this meeting include:

- Articles of Restatement of the Articles of Incorporation of The Glebe of Richmond
- Amended and Restated Bylaws of The Glebe of Richmond
- Amended and Restated By-Laws of Westminster-Canterbury of Lynchburg
- Articles of Amendment of Westminster-Canterbury of Lynchburg
- Amended and Restated By-Laws of Westminster-Canterbury of Winchester
- Amended and Restated Articles of Incorporation of Westminster-Canterbury of Winchester

The Committee identified a number of questions that arose from the review of the documents. It was decided that these questions would be sent to Forrest Kerns and that he would be invited to join the next AC zoom meeting, tentatively scheduled for November 18, 2019. There may be a need for legal counsel to clarify the responsibilities that the Synod would be accepting, and where those responsibilities could be housed. It is not a foregone conclusion that the Synod will agree to WPH's request.

Adjournment:

The meeting was adjourned at 7:41, with prayer by Ben.

**SYNOD OF THE MID-ATLANTIC
ADMINISTRATION COMMITTEE MEETING
CONFERENCE CALL MINUTES
Thursday, November 21, 2019**

OPENING:

Committee Chair Helen Bessent- Byrd called the meeting to order at 7:10 p.m. with prayer.

ATTENDANCE:

Present were: Synod AC members Helen Bessent Byrd [PEVA], Ben Cahoon (NHO), Miriam Dewhurst (NCP), W.D. Hasty [Peaks], and Calvin Lewers (CHA).

Westminster Presbyterian Homes Board of Directors members Forrest Kerns (President), Todd Acker (Vice President), William Gayle, (Secretary) and Roberta Miller (Treasurer)
Synod Executive/Stated Clerk Warren Lesane

APPROVAL OF DOCKET:

The docket was approved.

APPOINTMENT OF RECORDING SECRETARY:

Miriam Dewhurst was appointed.

QUORUM:

The Moderator declared a quorum was present.

MINUTES:

The minutes of the meetings held on October 24 and October 31, 2019 were approved with a correction.

BUSINESS ITEMS:

WESTMINSTER PRESBYTERIAN HOMES REQUEST

The Committee met with members of the Board of Directors of Westminster Presbyterian Homes, the organization that, with Diocesan Homes of Virginia, provides church affiliation for three Westminster-Canterbury residence facilities for elderly men, women and couples in the Commonwealth of Virginia.

The responsibilities of WPH are two: approving changes to the member facilities' bylaws and forwarding to the Synod for approval the nominations of the Presbyterian members of the facilities' boards of directors. As these responsibilities are minimal, the members of the WPH Board of Directors has asked the Synod to assume these responsibilities, eliminating the need for WPH.

Having devoted its two previous meetings to reviewing the articles of incorporation and bylaws of WPH and the three Westminster-Canterbury facilities involved, the Administration Committee sent WPH questions that had arisen in its review. WPH provided answers to these questions and the purpose of this meeting was to review those answers with members of the WPH Board of Directors.

WPH Board President Forrest Kerns provided historical background. WPH in its early years was the group that established Westminster-Canterbury facilities in communities in Virginia that requested them. There are now 8 Westminster-Canterbury facilities in Virginia. The Synod of the Mid-Atlantic was

created in 1984, and Virginia presbyteries were included. The Synod decided that no more Westminster-Canterbury facilities would be undertaken. WPH tasks became limited to approving the Presbyterian board members on the board of directors of each Westminster-Canterbury facility. Over the years, WPH's only functions have been to approve these board members and to approve facility bylaws changes. WPH was reorganized in 2014 and WPH's bylaws were changed. At that time only three facilities remained affiliated with the PC(USA). The others decided to go about their own tasks and their own methods without the Presbyterian Church.

Rev. Lesane stated that he was in Virginia Beach and had been meeting with Eastern Virginia General Presbyter Eliza Hendricks. He had had conversation with her about the Westminster-Canterbury facilities in that area. His role will be to support the Committee in whatever direction the Spirit leads and will make sure that legal assistance is provided to create any documents that are necessary.

AC and WPH members then reviewed the questions and responses.

Question: Would the Synod be agreeing to simply replace the responsibilities of the WPH by the Synod of the Mid-Atlantic in the Articles of Incorporation? Answer: Yes. Mr. Kerns has talked to counsel and been assured that the process would be simple. The church-affiliated status of the member facilities would not be affected by this change.

WPH's current articles of incorporation and bylaws outline other responsibilities, which WPH is no longer able to carry out. In particular, WPH does not fundraise and no longer has enough funds to support the establishment of new facilities. The last such endeavor was in 2016 when New Hanover Presbyterian Church explored the possibility with the help of a grant from WPH in the amount of \$7,500 plus \$750 for mapping. NHPC learned that the cost of establishing such a facility was prohibitively expensive and did not pursue the project.

Westminster-Canterbury facilities were jointly established with the Episcopal Church. The Episcopal counterpart of WPH is Diocesan Homes of Virginia. DHV has the same responsibilities as WPH. Two dioceses are included in the DHV. The one south of the James River has jurisdiction over the WC-Richmond facility. The diocese north of the James River has jurisdiction over the other two facilities. Generally, DHV and WPH do not communicate with each other. Mr. Gayle has recently attempted contact. The Bishop is difficult to reach; the next person in line is currently on paternity leave. Mr. Gayle has called the next person in line but has not yet received a response. If the Synod decides not to take over WPH's functions and WPH decides to dissolve, all of the oversight would fall to the Episcopalians. The member facilities would retain their church-affiliated status.

The WPH bylaws were rewritten in 2014 and the number of Board of Directors members was set at nine, but they have not been able to attain that number. The Board is to be made up of two representatives from each of the three member facilities, and three others who are not. Currently there are six members: two from WC-Lynchburg, one from WC-Winchester, none from WC-Richmond, and three at-large. These board members are:

Forrest Kerns, President, Charlottesville, term to expire Dec. 31, 2020

Todd Acker, Vice President, Richmond, term to expire Dec. 31, 2019; has agreed to 1-year extension

Roberta Miller, Treasurer, Lynchburg, term due to expire Dec 31, 2019; has agreed to 1-year extension

William Gayle, Secretary, Lynchburg, term due to expire Dec. 31, 2020

Carson Rhyne, Richmond , term due to expire Dec. 31, 2021
Dan McCoig, Winchester. term due to expire Dec 31, 2022

Mr. Acker and Ms. Miller have agreed to one-year extensions to help resolve the question of WPH's future. Carson Rhyne was appointed by the Synod. Those directors who represent the member facilities do not serve concurrently on the member facilities boards of directors, but are often past board members.

Question: The WPH Articles of Incorporation list Westminster-Canterbury of Rappahanock as a member facility, but that facility dropped out because the religious affiliation requirements for board members was found to be hampering. Others, including WC-Charlottesville, have also dropped out, leaving the current three member facilities. WC – Richmond has solved the problem by expanding their board size to eighteen: six Episcopalians, six Presbyterians and six who are neither. It is becoming more difficult to recruit board members that have both the required skill set and the proper church affiliation: e.g., computer consultants.

Question: Do the facilities have the option to drop out? Rev. Lesane will review the documents and will talk with General Presbyters in other presbyteries about the facilities in their bounds. Mr. Kerns stated that dropping out of WPH purview is a bylaws change that does not required WPH approval.

Question: How is WPH related to the Child Care Center? Answer: WPH is not related at all to the Child Care Center. The Westminster-Canterbury Corporation is the WC-Richmond Board of Directors. Through the Westminster-Canterbury Management Corporation, it manages The Glebe and the Child Care Center and other pieces of the organization. WPH is only concerned with the senior residence facility.

Question: What happens to WPH funds if WPH no longer exists? WPH Answer: The remaining funds (in a Vanguard account) would be dispersed to the three member facilities. Mr. Gayle has recently consulted an attorney on this point. The question remains, however, because it is not clear whether WPH would be dissolved or be subsumed by the Synod, in which case the funds would go to the Synod. The WPH position is that the Synod would simply be "cutting out the middleman" because the Synod already has the responsibility to endorse the actions of WPH regarding facility board members and pass the approvals on to the member facilities. It is not clear that the Synod has been aware of this responsibility or has carried it out in recent years. WPH has not been given a contact person or committee to send names to. Rev. Lesane invited WPH to send names to the Synod's Executive Committee, which will pass them to an appropriate committee: e.g., Administration or Nominating.

Costs for writing legal documents to effect the requested change will likely be incurred by the Synod. There is also the question of what liabilities exist in a variety of areas in connection with the proposed change. The Synod has its own legal counsel who will be willing to sift through the documents and advise. There is money in the Synod's operating budget for legal advice.

Question: Does WPH have healthy relationships with the CEO's of the member facilities? Answer: Yes. WPH does not have formal meetings with the CEO's. The only formalities are related to the appointees and bylaws changes. Relationships are good with WC-Lynchburg and WC-Winchester; less so with WC-Richmond. The CEO (Burns) is relatively new and WC-Richmond is in a different diocese from the others. WPH has contacted the other facilities and notified them that WPH is pursuing this change.

Question: What were the circumstances surrounding the last audit? An audit was conducted when Ms. Miller became the Treasurer. There had been a lapse in filing forms and WPH had to reapply for its status as a 509(a)(3) organization and was approved. There have been no problems with any of our financial records and WPH's CPA can provide further information on the audit as needed. WPH's attorney at Gentry Locke Attorneys has provided a document stating WPH's status is a 509(a)(3) per recommendation of the IRS based on the fact that WPH receives no donations or income and is considered a supporting organization for the three WCs. This document was written 11-21-2016. Part of the attorney fees were for this issue, rewriting the bylaws. Rev. Lesane requested a copy of the WPH audit. There have been no further audits because WPH does not earn any money. There are no separate covenants of any kind.

Rev. Byrd thanked the WPH board members for attending the meeting and closed this portion of the meeting with prayer.

Next Meeting: Tentatively, the next Administration Committee meeting may be held on Thursday, January 9, 2020.

Adjournment:

The meeting was adjourned at 8:45, with prayer by W. D. Hasty.